

**MINUTES OF THE MEETING OF
THE VIRGINIA COMMONWEALTH UNIVERSITY
HEALTH SYSTEM AUTHORITY BOARD OF DIRECTORS
SEPTEMBER 15, 2021**

Board Members

Dr. Michael Rao, Chair
Dr. Hem Bhardwaj
Mr. Clyde Clark
Dr. Alice Coombs
Dr. Lisa Ellis
Ms. May Fox
Mr. Donald Gehring
The Honorable Lisa Hicks-Thomas
Dr. Gopinath Jadhav

Dr. Arthur Kellermann
Ms. Fay Manolios
Dr. Bruce Mathern
Mr. Timothy McDermott
The Honorable Ryan McDougale
Mr. Keith Parker
Dr. Shantaram Talegaonkar
Dr. Michelle Whitehurst-Cook

Staff

Dr. Peter Buckley
Mr. Scott Burnette
Dr. Ron Clark
Mr. Zeb Elliott
Ms. Kim Erland
Ms. Tracy Fry-Longoria
Ms. Sheryl Garland
Ms. Chelsea Gray
Ms. Karah Gunther
Mr. James Siegel
Ms. Karen Helderman
Ms. Paula Henderson
Mr. Grant Heston
Mr. Marcos Irigaray

Mr. Taron James
Mr. Vladimir Lavrentyev
Ms. Pamela Lepley
Ms. Elizabeth Martin
Ms. Anne Scher, Esq.
Mr. Elias Neujahr
Ms. Mary Tacconi
Ms. Penny Trentham
Dr. Tom Yackel

Other guests:

Mr. Stephen Muravsky
Mr. Richard Silveria

I. Call to Order

Dr. Michael Rao called the meeting to order at 10:31 a.m.

II. Report of President and Chair

Dr. Rao began by introducing Ms. Fay Manolios. He stated that she joined to Board as Managing Vice President and head of Total rewards at Capital One, she replaces Mr. Steve DeLuca. Dr. Rao said that he was pleased with Ms. Manolios's appointment. Next, Dr. Rao stated he was delighted that Dr. Hem Bhardwaj joined

the Board, noting that Dr. Bhardwaj was an Associate Professor in Cardiology, and Director of adult cardiography, quality, safety and inpatient and consultation services. Dr. Rao continued by acknowledging Ms. Anne Scher as the Interim General Counsel, noting that she has been at the health system 17 years, has served as Associate Counsel and Senior Director of Insurance and Professional Liability and past President of the Richmond Bar Association. Dr. Rao continued by expressing that these are exciting times, relaying that on the University side students are excited about being back. Dr. Rao noted Student Convocation was outside and student attendance was the largest, ever. He expressed that he was delighted to see so many people and such a deeply dedicated faculty and staff. On the health system side, Dr. Rao emphasized that safety continues to be a priority. He stated that decision to require the vaccine was based on CDC recommendations and science; further, the majority of university faculty and staff are vaccinated, as well as health system employees. Dr. Rao informed the board that a majority of people are supportive of the decision to require vaccines at VCU and VCUHS. Dr. Rao then related his recent visit to the MRICU where he spoke with nurses. He recognized that a high number of COVID infections continues to stress the system, that the nurses are struggling, and many are beyond exhausted. While his heart goes out to the patients, Dr. Rao noted that at present, most hospitalized COVID patients are not vaccinated. He also expressed concern for transplant and cancer patients. Dr. Rao stated that we have never had vaccines as effective as the one we have now, noting at the same time, there is a lot of social media misinformation. He emphasized that as the state's primary and largest Safety Net hospital that serves a

large population of vulnerable people, the top priority for VCUHS remains to be accessibility for all, and providing the best possible patient experience. In closing, Dr. Rao expressed his gratitude for all the team members who kept us together during the most stressful times. He then turned the meeting over to Dr. Kellerman.

III. Report of Chief Executive Officer

Dr. Kellermann began his report by recalling that last June we were coming out of the third COVID wave, and things felt hopeful that we would soon be coming out of the pandemic but continued that the fourth wave has come and continues to strain the system. He stated that despite the pandemic, VCUHS continues to operate in a comprehensive way. Dr. Kellermann reported that on the new Diversity, Equity and Inclusion initiatives, noting VCUHS is committed to meet and exceed the state requirements related to vendors. He continued by noting challenges in patient safety. He reported that VCUHS did an analysis of the effects of racial disparities on patient care, noting there were no disparities seen in how patients were being treated at VCUHS. Dr. Kellermann then spoke about a recent grant for the Physical Medicine & Rehabilitation department. He informed the Board that Dr. David Cifu, the department chair, received a major grant to study spinal cord injury. Additionally, Dr. Kellermann advised that Dr. Cifu has been asked to speak to four top leaders in Congress regarding veterans' health care and traumatic brain injury. Referring to Dr. Cifu as a "Superstar", Dr. Kellermann noted that a \$ 2.2 million grant was awarded to VCUHS for a Spinal Cord Injury Model System. Dr. Kellermann then commented on the recent spike in COVID cases. He reiterated that a recent chart of COVID 19 hospitalizations shows that most hospitalized people are unvaccinated. Dr. Kellermann further informed the Board

that other hospitals continue to look to VCUHS to accept patient transfers despite the increase in COVID cases currently at VCUHS. Dr. Kellermann opined that it seems there were three types of people during this stage in the pandemic: the vaccinated who may return to a fairly normal life; the unvaccinated who believe COVID is a hoax; and healthcare workers. Dr. Kellermann suggested that the holidays will affect infection rates as we saw in 2020. Dr. Kellermann noted that VCUHS was one of the first health systems to require vaccinations for its employees. A question was asked about the vaccination requirement for VCUHS contractors. Dr. Kellermann confirmed they were included. Dr. Kellermann highlighted that to date, 92% of the workforce has been vaccinated; unvaccinated employees were given an extra week to comply or be separated. He noted that staff is experiencing fatigue, both mentally and physically and emphasized a shortage of nurses because of the high pay rates offered by contract companies. In closing, Dr. Rao thanked Dr. Kellermann for his report.

IV. Closed Session

On a motion made and seconded, and as authorized by Section 2.2-3700 of the Virginia Freedom of Information Act, including matters within Sections 8.01-581.16 and 17 of the *Code of Virginia*, and further as authorized by Sections 2.2-3711 (A) (1), (6), (7), and (23), the board convened into closed session to discuss: (i) operational strategies where disclosure of such strategies would adversely affect the competitive position of the Authority, including: VCU Medical Staff Membership and Privileges; Amended and Restated MCV Associated Physicians Bylaws; (ii) to discuss personnel matters including Senior Executive Market Assessment and Recommendations; Personnel Actions which includes, in part, disability plan updates; FY21 Executive and

CEO ATIP Plan Results; FY22 ATIP Plan Update; (iv) to consult with legal counsel and receive briefings by staff members pertaining to actual and probable litigation and other specific legal matters requiring the provision of advice by counsel, which discussions, consultations and briefings include the Report of the President and Chair, the Report of the Chief Executive Officer, and the Report of the General Counsel.

V. Resolution of Certification

Following closed session, on a motion made and seconded, the following resolution was approved by roll call vote:

The Board of Directors of the Virginia Commonwealth University Health System Authority hereby certifies that, to the best of each member’s knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed session meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in this motion convening the closed session were heard, discussed or considered by the Board of Directors of the Virginia Commonwealth University Health System Authority.

VI. <u>Roll Call Vote</u>	<u>Ayes</u>	<u>Nays</u>
Dr. Michael Rao, Chair	X	
The Honorable Lamont Bagby	Absent	
Mr. Clyde Clark	X	
Dr. Alice Coombs	X	
Mr. Steven DeLuca	X	
Ms. Pamela El	Absent	
Dr. Lisa Ellis	X	
Ms. May Fox	X	
Mr. Donald Gehring	X	
The Honorable Lisa Hicks-Thomas	X	
Dr. Gopinath Jadhav	X	
Dr. Arthur Kellermann	X	
Dr. Bruce Mathern	X	
Mr. Timothy McDermott	X	
The Honorable Ryan McDougle	X	
Mr. Keith Parker	X	
Mr. Stuart Siegel	X	
Dr. Shantaram Talegaonkar	X	
Dr. Michelle Whitehurst-Cook	Absent	

Dr. Wilhelm Zuelzer X

Vote:

Ayes 17
Nays 0

ABSENT DURING MEETING 2
ABSENT DURING VOTING 1

VII. Motion to Approve

On a motion made and seconded, the Board accepted the Report of the President and Chair; Report of the Chief Executive Officer; Report of the General Counsel and approved as presented, the VCUHS Medical Center Medical Staff Membership and Privileges and Amended and Restated MCV Associated Physicians Bylaws.

On a separate motion made and seconded, the Board approved, as presented, the FY22 Senior Executive Compensation Recommendations; Compliance with the terms of the FY21 ATIP Plan and payout thereunder and FY22 ATIP Plan Update and Personnel Actions. Drs. Bhardwaj, Coombs, Ellis, and Mathern abstained from voting.

VIII. Audit and Compliance

On a motion made and seconded, the Audit and Compliance Committee Charter and Meeting Plannerlan and the Audit and Compliance Services Department Charter were approved, as presented.

IX. Governance Committee

On a motion made and seconded, the committee charters and appointments to the Boards of Directors for UHS, Inc., Virginia Hospital Laundry, VCU Health

Tappahannock Hospital, VCU Children's Services at Brook Road, Aries Insurance Services, Ltd , as well as Officers and committee chairs and members of the VCU Health System Board of Directors were approved, as presented.

X. Minutes

On a motion made and seconded, the following Meeting Minutes were approved:

Audit and Compliance Committee

- Minutes of a Meeting held June 23, 2021

Board of Directors

- Minutes of a Meeting held June 24, 2021

Evaluation & Compensation Committee

- Minutes of a Meeting held June 23, 2021

Finance & Property Committee

- Minutes of a Meeting held June 23, 2021

Governance Committee

- Minutes of a Meeting held June 23, 2021

Investment & Debt Subcommittee

- Minutes of a Meeting held June 23, 2021

Quality, Safety and Service Committee

- Minutes of a Meeting held June 23, 2021

In closing, the Board recognized Mary Tacconi for her valuable contribution to the Board. There being no further business the meeting was adjourned at 2:59 p.m.